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(Requestor's Name)

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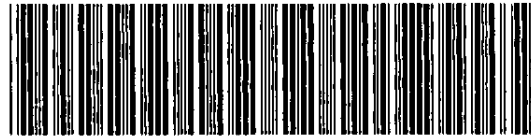
(Business Entity Name)

(Document Number)

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12 JUN 21 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

JUN 25 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 71 Pounds, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Attn. M. Bierman

Contact Person

Synergy Law Group, LLC

Firm/Company

730 W. Randolph St, Ste 600

Address

Chicago, IL 60661

City, State and Zip Code

mbierman@synergylawgroup.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Bartly J. Loethen

Name of Contact Person

at ( 312 )

454-0015

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Via E*Retail, LLC	Florida	Limited Liability Company
71 Pounds, Inc.	Delaware	Corporation
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
71 Pounds, Inc.	Delaware	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

160 Greentree Drive, Ste 101, Dover, DE 19904

\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 2945 NW 84 Terrace

Pembroke Pines, FL 33024

\_\_\_\_\_

Mailing address: 2945 NW 84 Terrace

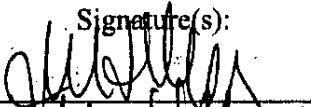
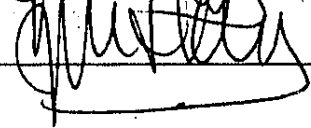
Pembroke Pines, FL 33024

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Via E*Retail, LLC		Jose Li, Manager
71 Pounds, Inc.		Jose Li, President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Via E*Retail, LLC	Florida	Limited Liability Company
71 Pounds, Inc.	Delaware	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
71 Pounds, Inc.	Delaware	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

see attached

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*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

see attached

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

see attached

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*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

see attached

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

see attached

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*(Attach additional sheet if necessary)*

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## Agreement and Plan of Merger

Agreement and Plan of Merger (this "Agreement"), dated as of May 24, 2012, between Via E\*Retail, LLC (d/b/a 71 Pounds), a Florida limited liability company ("LLC"), and 71 Pounds, Inc., a Delaware corporation (the "Corporation").

WHEREAS, the parties desire that LLC merge with and into the Corporation, with the Corporation as the surviving entity in the merger.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. Subject to the terms and conditions hereof, at the Effective Time (as defined in Section 2 of this Agreement), LLC shall be merged with and into the Corporation and the Corporation shall be the surviving corporation. The name of the surviving corporation shall be "71 Pounds, Inc." The street address of the surviving corporation shall be 2945 NW 8-4 Terrace, Pembroke Pines, FL 33024. The merger of LLC into the Corporation is hereinafter referred to as the "Merger."

2. Effective Time. The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Time").

3. Effect of Merger. At the Effective Time, the separate existence of LLC shall cease; the Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities and franchises, both of a public and private nature, of each of the parties to the Merger including, without limitation, any fictitious name used by LLC; and all property, real, personal and mixes, and all debts due on whatever account, and all choses in action, and all and every other interest, of or belonging to or due to each of the parties to the Merger, shall be taken and deemed to be transferred to and vested in the Corporation without further act or deed; and the title to any real estate, or any interests therein, vested in either of the parties to the Merger shall not revert or be in any way impaired by reason of the Merger. At the Effective Time, the Corporation shall become responsible and liable for all the liabilities and obligations of each of the parties to the Merger and neither the rights of creditors nor any liens upon the property of either of the parties shall be impaired by the Merger.

4. Conversions of Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the parties hereto, the status of the membership interests of LLC (and options to acquire membership interests in LLC) and the stock of the Corporation shall be as follows:

(a) LLC Membership Interests. Each membership interest in the LLC outstanding immediately prior to the Effective Time shall be cancelled and converted into, at the Effective Time, an aggregate of 590,100 shares of Class A Common Stock (as defined in the Corporation's Amended and Restated Certificate of Incorporation), \$0.001 par value per share, whereby each one (1) unit of LLC outstanding membership units immediately before the Effective Time shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted at the Effective Time into one (1) share of 71 Pounds, Inc. Class A Common Stock, \$.001.

(b) Corporation Stock. Prior to the conversion set forth in Section 4(a) above, there are no shares of capital stock of the Corporation issued or outstanding immediately prior to the Effective Time.

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5. Certificate of Incorporation; By-Laws; Directors and Officers

(a) Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation until thereafter amended in accordance with the terms thereof, Delaware law and the By-Laws of the Corporation.

(b) By-Laws. At the Effective Time, the By-Laws of the Corporation shall be the By-Laws of the surviving corporation until thereafter amended as provided therein and in accordance with Delaware law.

(c) Directors and Officers. At the Effective Time, the directors and officers of the Corporation shall be the directors and officers of the surviving corporation until their successors are duly elected and qualified in accordance with the By-Laws and Delaware law.

6. Approval. This Agreement and Plan of Merger has been approved by all of the full members of the LLC and by all of the shareholders and directors of the Corporation.

7. Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by the consent of the Class A Common Stock shareholders and directors of the Corporation and the full members of LLC.

IN WITNESS WHEREOF, this Agreement is hereby duly executed by the parties hereto on the date first above written.

71 Pounds, Inc.

By: 

Print Name: Jose Li

Title: President

Via e\*Retail, LLC (d/b/a 71 Pounds)

By: 

Print Name: Jose Li

Title: Manager

By: 

Print Name: Ana L. Wu

Title: Member



